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June 27, 2007

Via ECFS

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: WCB Docket No. 07-132 - In the Matter of the Joint Application of PPL Energy Services Group, LLC, Transferor, PPL Telcom, LLC, Licensee, PPL Prism, LLC, Licensee, and CII Holdco, Inc., Transferee, for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 and 63.24 of the Commission's Rules to Complete a Transfer of Control of PPL Telcom, LLC and PPL Prism, LLC, Authorized Domestic and/or International Section 214 Carriers, to CII Holdco, Inc.

Dear Ms. Dortch:

On behalf of PPL Energy Services Group, LLC, PPL Telcom, LLC ("Telcom"), PPL Prism, LLC ("Prism") and CII Holdco, Inc. ("Transferee") (collectively, "Applicants"), this Supplement provides additional information requested by Commission staff. First, all of the Affiliates (as defined in Section 3(1) of the Communications Act ("Affiliates")) listed on page 14 of the Application are U.S. companies. Second, M/C Venture Partners, LLC does not have a direct or indirect 10% or greater interest in any ILEC. However, other funds controlled by the members of M/C Venture Partners, LLC have interests in other non-dominant telecommunications companies as described in Attachment 1.

Finally, Applicants clarify the reasons that the Application qualifies for streamlined processing pursuant to Section 63.03 of the Commission's rules. Specifically, immediately following the transaction, Transferee (and its Affiliates) will have a market share in the interstate, interexchange market of less than 10 percent, and the Transferee (and its Affiliates) will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants (or their Affiliates) are dominant with respect to any service.

Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



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ATTACHMENT 1

Interests Held in Other Telecommunications Carriers Through Members of M/C Venture Partners, LLC¹

The members of M/C Venture Partners, LLC also control a 10% or greater interest in M/C Venture Partners V, L.P., a Delaware limited partnership ("M/C Partners V"), through their membership interests in M/C VP V, LLC which is the sole general partner of M/C Partners V. In addition, three of the members of M/C Venture Partners, LLC also control a 10% or greater interest in M/C Venture Partners IV, L.P., a Delaware limited partnership ("M/C Partners IV"), through their membership in M/C VP IV, LLC which is the sole general partner of M/C Partners IV.

Specifically, the general partner of M/C Partners IV is M/C VP IV, LLC, a Massachusetts limited liability company. James F. Wade, David D. Croll and Matthew J. Rubins, all U.S. citizens, are the members of M/C VP IV, LLC. As stated in the Application, Messrs. Wade, Croll, and Rubins are also members of M/C Venture Partners, LLC.

The general partner of M/C Partners V is M/C VP V, LLC, a Massachusetts limited liability company. The same four individual U.S. citizens that are members of M/C Venture Partners, LLC are also the members of M/C VP V, LLC.

M/C Partners IV holds approximately a 22.27% voting ownership interest in Cavalier Telephone Corporation ("CTC") and M/C Partners V holds approximately a 29.99% voting ownership interest in CTC. In turn, CTC, a Delaware corporation, owns 100% of Cavtel Holdings, LLC ("Cavtel"), a Delaware limited liability company that owns (directly or indirectly) 100% of:

- Cavalier Telephone, LLC - a Virginia limited liability company authorized to provide telecommunications services in Virginia;
- Cavalier Telephone Mid-Atlantic, LLC - a Delaware limited liability company authorized to provide telecommunications services in Delaware, the District of Columbia, Maryland, New Jersey and Pennsylvania;
- Elantic Telecom, Inc. - a Virginia corporation authorized to provide telecommunications services in Connecticut, Florida, Georgia, Indiana, Massachusetts, Maryland, Michigan, North Carolina, New Jersey, New York, Ohio, Pennsylvania, Rhode Island and Virginia;
- Cavalier Networks, LLC - a Delaware limited liability company authorized to provide telecommunications services in Pennsylvania and Ohio;
- Talk America, Inc. - a Pennsylvania corporation, authorized to provide local and long distance services virtually throughout the United States;

¹ The Application included interests in telecommunications carriers through M/C Venture Partners VI, L.P., which is ultimately controlled by the members of M/C Venture Partners, LLC. Those interests are not repeated in this Supplement.

- LDMI Telecommunications, Inc. - a Michigan corporation authorized to provide local and long distance telecommunications services in Illinois, Michigan and Ohio and long distance services virtually nationwide;
- Network Telephone Corporation - a Florida corporation that provides facilities-based local and long distance services to small and medium-sized businesses in Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee; and
- The Other Phone Company - a Florida corporation, provides local and long distance services in Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee.

M/C Partners IV is not affiliated with any carriers other than through CTC.

M/C Partners V, in addition to its above-described ownership interests, has 10% or greater, direct or indirect, interest in the following telecommunications services providers:

- Nuvox, Inc. (approximately 27% direct interest)- a Delaware corporation, providing telecommunications services in Alabama, Arkansas, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Louisiana, Mississippi, Missouri, North Carolina, Ohio, Oklahoma, South Carolina, Tennessee and Virginia;
- Florida Digital Network, Inc. d/b/a FDN Communication (approximately 27% indirect interest) - a Delaware corporation, providing telecommunications services in Florida;
- Southern Digital Network, Inc. d/b/a FDN Communication (approximately 27% indirect interest) - a Delaware corporation, authorized to provide telecommunications services in Alabama, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, south Carolina, and Tennessee;
- Cleveland Unlimited, LLC (approximately 42% direct interest) - a Delaware limited liability company and its operating subsidiaries comprising a non-dominant wireless local and long distance telecommunications service situated in Cleveland, Ohio;
- TX-11 Acquisition, LLC (approximately 40% direct interest) - a Delaware limited liability company (d/b/a Cellular One of East Texas) and its operating subsidiaries that comprise a non-dominant wireless carrier based in Lufkin, Texas;
- PRWireless, Inc. (approximately 19% indirect interest) - a Delaware corporation that owns and operates a non-dominant wireless carrier based in Puerto Rico. As stated in the Application, M/C Partners VI holds a 19% interest in PRWireless, LLC.